

Edward H. Moores
Vice President Legal and Secretary
V. P. Gottschall
General Attorney and Asst. Secretary
John R. Young
Attorney; Vice Pres. Administration &
Asst. Secretary
Robert F. Schultz
Attorney

greenville steel car



An Ampco-Pittsburgh Company

700 Porter Building, Pittsburgh, Pennsylvania 15219 (412) 471-6950

November 12, 1982

RECORDATION NO. 563910

Interstate Commerce Commission
Office of the Secretary
Washington, D.C. 20423
INTERSTATE COMMERCE COMMISSION

Please deliver directly to Mildred Lee, Room 2303

No. 2-319A084
Date NOV 18 1982
Fee \$ 20.00

ICC Washington, D. C.

Dear Sir:

Enclosed for filing and recording pursuant to U.S.C. §11303 are two executed counterparts of an Assignment dated as of December 31, 1980, between the following parties:

Assignor: Greenville Steel Car Company
Greenville, PA 16125

Assignee: Greenville Leasing Company
Greenville, PA 16125

The Assignment relates to the railroad equipment described below, and to the Assignor's interest as Lessor in the following lease pertaining to said equipment, which was recorded with the Interstate Commerce Commission as set forth below:

<u>Description of Equip- ment and Road Nos.</u>	<u>Name of Lessee</u>	<u>Date and Hour of Recording</u>	<u>Recordation Number</u>
11 60' 100-Ton Box Cars, Road Nos. EL 67875 to 67885, inclusive	Erie Lackawanna Railway Company	March 23, 1970 10:15 A.M.	5639

The recordation fee of \$20 for this Assignment is included in the \$100 check enclosed with the Assignment of the Lease having Recordation Number 3367.

After recording of the document, please return one counterpart showing recordation to John R. Young, 700 Porter Building, Pittsburgh, PA. 15219.

Very truly yours,

John R. Young
John R. Young,
Vice President

/ro

Enclosures

RECEIVED
NOV 15 3 24 PM '82
FEE OPERATION BR.
I.C.C.

ASSIGNMENT
OF
RAILROAD CAR LEASE AGREEMENT

REC'D. DATE NOV 15 1982 3 40 PM
5639-B
INTERSTATE COMMERCE COMMISSION

THIS ASSIGNMENT, dated as of December 31, 1980, by and between GREENLEASE COMPANY, a Division of Greenville Steel Car Company, a Pennsylvania corporation (the "Assignor"), and GREENVILLE LEASING COMPANY, a Delaware corporation (the "Assignee").

WHEREAS, the Assignor and Erie Lackawanna Railway Company, a Delaware corporation (the "Railway Company") entered into a Railroad Car Lease Agreement dated as of February 3, 1970 (the "Lease"), filed with the Interstate Commerce Commission under the Interstate Commerce Act on March 23, 1970 at Recordation No. 5639, whereby the Assignor leased to the Railway Company 11 60' 100-ton Box Cars, Road Nos. EL 67875 to 67885, both inclusive (the "Cars"); and

WHEREAS, the Lease was assigned by the Trustees of the Railway Company to Consolidated Rail Corporation, a Pennsylvania corporation (the "Lessee") pursuant to an Assignment filed in the Office of the Interstate Commerce Commission at Recordation No. 8265; and

WHEREAS, the Lease was amended by an Amendment dated as of November 15, 1977, filed with the Interstate Commerce Commission on December 23, 1977 at Recordation No. 5639-A; and

WHEREAS, the Assignor desires to assign its interest in the Lease and its interest in the Cars to the Assignee.

NOW THEREFORE, in consideration of the premises, and other good and valuable consideration the receipt of which is hereby acknowledged, the parties hereto, intending to be legally bound hereby, do agree as follows:

1. Effective as of December 31, 1980 Assignor hereby assigns, transfers and sets over unto the Assignee:
 - (a) All the Assignor's right, title and interest, powers, privileges and other benefits under the Lease, as amended, which shall arise or accrue after December 31, 1980; and
 - (b) All the Assignor's right, title and interest in the Cars.

Assignor further agrees to execute and deliver such instrument or instruments, confirming the transfer of title to the Cars to the Assignee, as Assignee may reasonably request.

2. Assignee hereby accepts the foregoing assignment, recognizes Lessee's right to continued and uninterrupted possession of the Cars upon compliance with the terms of the Lease, as amended, and assumes and undertakes to perform all the obligations of Assignor as the Lessor under the Lease, as amended.
3. This Assignment may be simultaneously executed in two or more counterparts each of which when so executed shall be deemed to be an original, and such counterparts together

shall constitute but one and the same instrument which shall be sufficiently evidenced by any such original counterpart.

IN WITNESS WHEREOF, the Assignor and the Assignee have caused these presents to be signed and their respective corporate seals to be duly attested as of the day and year first above written.

Attest:

GREENLEASE COMPANY, A DIVISION OF
GREENVILLE STEEL CAR COMPANY

R. L. Johnson
Assistant Secretary
[Corporate Seal]

By J. T. Egbert
Vice President

Attest:

GREENVILLE LEASING COMPANY

R. L. Johnson
Assistant Secretary
[Corporate Seal]

By J. T. Egbert
Vice President

COMMONWEALTH OF PENNSYLVANIA
COUNTY OF MERCER

)
) ss:
)

On this 16th day of October, 1981 before me personally appeared J. I. Egbert, to me personally known, who being duly sworn, says that he is a Vice President of Greenville Steel Car Company, a Pennsylvania corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Leora Smith
Notary Public
LEORA SMITH, Notary Public
GREENVILLE, MERCER COUNTY
My Commission Expires March 18, 1985

[Notarial Seal]

COMMONWEALTH OF PENNSYLVANIA
COUNTY OF MERCER

)
) ss:
)

On this 16th day of October, 1981 before me personally appeared J. J. Eghert, to me personally known, who being duly sworn, says that he is a Vice President of Greenville Leasing Company, a Delaware corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Leora Smith
Notary Public
LEORA SMITH, Notary Public
GREENVILLE, MERCER COUNTY
My Commission Expires March 18, 1985

[Notarial Seal]